

**IN THE UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

JEFFREY HARRIS, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-09841-SHS
GARY CINOTTO, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-09900-SHS
BENJAMIN NATHANSON, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-10333-SHS
SAM COHEN, derivatively on behalf of Citigroup Inc., v. CITIGROUP INC., ET AL., Defendants.	1:07-cv-10344-SHS
WALTER E. RYAN, JR., derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-11581-UA

**SECOND DECLARATION OF ELIZABETH A. SCHMID IN SUPPORT OF
PLAINTIFF SAM COHEN'S MEMORANDUM OF LAW IN OPPOSITION TO
COMPETING MOTIONS TO APPOINT LEAD COUNSEL AND IN FURTHER
SUPPORT OF PLAINTIFF SAM COHEN'S MOTION FOR LEAD COUNSEL**

I, Elizabeth A. Schmid, under penalties of perjury, hereby declare:

1. I am an associate with the law firm of Brower Piven, A Professional Corporation ("Brower Piven"). I submit this declaration in support of Plaintiff Sam Cohen's Memorandum Of Law In Opposition To Competing Motions To Appoint Lead Counsel And In Further Support Of Plaintiff Sam Cohen's Motion For Lead Counsel.

2. Attached hereto as Exhibit A is the Declaration Of Sam Cohen In Support Of His Motion To Consolidate All Related Shareholder Derivative Actions And To Appoint Lead Counsel.

DATED: February 4, 2008
New York, New York

/s/ Elizabeth A. Schmid
Elizabeth A. Schmid